

**EXHIBIT C**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

W. R. GRACE & CO., et al.,<sup>1</sup>

Debtors.

) Chapter 11  
)  
) Case No. 01-01139 (JKF)  
) (Jointly Administered)  
)

Objections due:

Hearing date: To be scheduled, only if objections are  
timely filed and served.

**SUMMARY OF APPLICATION OF NELSON MULLINS RILEY & SCARBOROUGH,  
L.L.P. FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF  
EXPENSES AS SPECIAL COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE  
FIRST INTERIM PERIOD, FROM SEPTEMBER 1 THROUGH SEPTEMBER 31, 2003,  
FOR THE QUARTER OF JULY 2003 – SEPTEMBER 2003**

Name of Applicant:

Nelson Mullins Riley & Scarborough,  
L.L.P.

Authorized to Provide Professional Services to:

W. R. Grace & Co., et al., Debtors and  
Debtors-in-Possession

Date of Retention:

July 19, 2001

Period for which compensation and  
reimbursement is sought:

September 1, 2003 through September  
31, 2003

Amount of Compensation sought as actual,  
reasonable, and necessary:

\$38442.00

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Amount of expense reimbursement sought as actual, reasonable, and necessary:

**\$139.47 for the period**

This is a   x   monthly    interim    final application.

The total time expended for the preparation of this application is approximately (2.9) hours, and the corresponding estimated compensation *that will be requested in a future application* is approximately \$ (369.50).

Prior fee applications:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
October 17, 2001	July 19, 2001 – July 31, 2001	\$28,316.50	\$234.68	\$22,653.20	\$234.68
October 17, 2001	August 1, 2001- August 31, 2001	\$69,119.50	\$1,196.84	\$55,295.60	\$1,196.84
October 17, 2001	May 1, 2001- June 30, 2001	\$113,762.50	\$2,155.05	\$91,010.00	\$2,155.05
December 19, 2001	October 1, 2001- October 31, 2001	\$67,906.50	\$1,348.82	\$54,325.20	\$1,348.82
January 23, 2002	November 1, 2001- November 30, 2001	\$26,792.00	\$168.41	\$21,433.60	\$168.41
February 26, 2002	December 1, 2001- December 31, 2001	\$24,895.00	\$673.51	\$19,916.00	\$673.51
May 1, 2002	January 1, 2002- January 31, 2002	\$21,009.00	\$147.52	\$16,807.20	\$147.52
June 18, 2002	February 1, 2002- February 28, 2002	\$24,897.00	\$122.30	\$19,917.60	\$122.30
June 18, 2002	March 1, 2002 – March 31, 2002	\$17,003.00	\$52.22	\$13,602.40	\$52.22
June 25, 2002	September 1, 2001- September 30, 2001	\$31,625.50	\$488.83	\$25,300.40	\$488.83
June 25, 2002	April 1, 2002-April 30, 2002	\$17,827.00	\$345.71	\$14,261.60	\$345.71
June 26, 2002	January 1, 2002- March 31, 2002	\$62,909.00	\$322.04	\$62,909.00	\$322.04
July 2, 2002	May 1, 2002-May 31, 2002	\$27,070.00	\$177.64	\$21,656.00	\$177.64
August 14, 2002	June 1, 2002 – June 30, 2002	\$15,496.50	\$178.39	\$12,397.20	\$178.39
August 29, 2002	July 1, 2002 – July 31, 2002	\$18,481.50	\$225.82	\$14,785.20	\$225.82

September 3, 2002	July 19, 2001 – September 30, 2001	\$129,061.50	\$1,920.35	\$129,061.50	\$1,920.35
September 3, 2002	October 1, 2001 – December 31, 2001	\$119,593.50	\$2,190.74	\$119,593.50	\$2,190.74
September 20, 2002	April 1, 2002 – June 30, 2002	\$60,393.50	\$701.74	\$60,393.50	\$701.74
October 8, 2002	August 1, 2002 – August 31, 2002	\$10,363.00	\$169.79	\$8,290.40	\$169.79
October 30, 2002	September 1, 2002- September 30, 2002	\$11,114.00	\$221.89	\$8,891.20	\$221.89
November 27, 2002	July 1, 2002 – September 30, 2002	\$39,958.50	\$615.50	\$35,771.00	\$615.50
December 11, 2002	October 1, 2002- October 31, 2002	\$8,498.50	\$75.28	\$6,798.80	\$75.28
December 26, 2002	November 1, 2002- November 30, 2002	\$4,241.00	\$117.29	\$3,392.80	\$117.29
February 6, 2003	December 1, 2002 – December 31, 2002	\$9,298.50	\$97.20	\$7,438.80	\$97.20
March 4, 2003	January 1, 2003- January 31, 2003	\$6,026.50	\$24.91	\$4,821.20	\$24.91
March 27, 2003	February 1-February 28, 2003	\$5,473.50	\$52.58	\$4,378.80	\$52.58
April 8, 2003	October 1, 2002- December 31, 2002	\$22,038.00	\$289.77	\$22,038.00	\$289.77
May 9, 2003	March 1, 2003- March 31, 2003	\$5,424.00	\$64.16	\$4,339.20	\$64.16
September 9, 2003	January 1, 2003 – March 31, 2003	\$12,407.00	\$141.65	\$16,924.00	\$146.65
August 22, 2003	April 1, 2003- April 30, 2003	\$7,868.00	\$64.88	\$6,294.40	\$64.88
September 9, 2003	May 1, 2003 – May 31, 2003	\$8,143.50	\$88.14	\$6,514.80	\$88.14
September 5, 2003	June 1, 2003 – June 30, 2003	\$17,705.00	\$291.20	\$14,164.00	\$291.20
September 9, 2003	April 1, 2003 – June 30, 2003	\$33,761.05	\$444.22	Pending	Pending
September 6, 2003	July 1, 2003 – July 31, 2003	\$36,321.00	\$241.39	\$29,056.80	\$241.39
Emailed for filing on --/--/2	August 1, 2003 – August 31, 2003	\$27,487.00	\$932.61	Pending	Pending

<sup>2</sup> The Summary Application period from August 1, 2003 to August 31, 2003 was emailed to local counsel on --/--/-. It has not been filed with the court as of the date this Application. The objection time has not begun to run.

The Nelson Mullins Riley & Scarborough, L.L.P. attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
Rose-Marie T. Carlisle	Of-Counsel	19 years	Environmental	\$240.00	58.70	\$14,088.00
Bernard F. Hawkins, Jr.	Partner	13 years	Environmental	\$260.00	6.50	\$1690.00
Joseph M. Melchers	Partner	14 years	Environmental	\$240.00	84.60	\$20,304.00
Betsy Burn	Associate	3 years	Bankruptcy	\$180.00	1.50	\$270.00

Grand Total for Fees: \$36352.00

Blended Rate: \$240.26

The Nelson Mullins Riley & Scarborough, L.L.P. paraprofessionals who rendered professional services in these cases during the Fee Period are:

Laurie J. Jennings	Paralegal	2 years	Environmental	\$110.00	19.0	\$2090.00
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Grand Total for Fees: \$2090.00

Blended Rate: \$110.00

Matter Number	Matter	Total Hours	Total Fees Requested
02399/06000	General	.30	\$78.00
02399/06003	Beaco Road	11.40	\$2,736.00
02399/06030	Aiken-Title V Permit App. Issues	21.20	\$5,111.00
02399/06031	Li Tungsten	124.50	\$28,053.00
02399/06032	Charleston	1.60	\$389.00
02399/06091	Fee Applications	11.30	\$2,075.00
TOTAL		170.30	\$38,442.00

**Expense Summary**

<u>Description</u>	<u>Amount</u>
Telephone	\$4.09
Photocopies	\$59.00
Lexis	\$40.98
CopyOut	\$35.40
Total	\$139.47

**EXHIBIT A**

**NELSON**

Nelson Mullins Riley &amp; Scarborough, L.L.P.

**MULLINS**

NELSON MULLINS RILEY &amp; SCARBOROUGH, L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

TAX ID NO. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.  
 ATTN: Lydia Duff, Esq.  
 Senior Environmental Counsel  
 7500 Grace Drive  
 Columbia, MD 21044

October 24, 2003  
 Invoice 587710 Page 1

Our Matter # 02399/06000  
 WR Grace # 063-KL-721490-01-501251  
 Name of Matter: General

For Services Through 09/30/03

09/08/03 Review and respond to email from Mr. Bucens regarding responsibility for closing wells at  
 Owensboro.  
 B.F. HAWKINS, JR. 0.30 hrs. 260.00/hr \$78.00

Fees for Legal Services ..... \$78.00

**BILLING SUMMARY**

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
B.F. HAWKINS, JR.	0.30	260.00	78.00
<b>TOTAL</b>	<b>0.30</b>	<b>\$260.00</b>	<b>\$78.00</b>

**CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED**

08/29/2003	Photocopies 6 Page(s)	0.30
09/15/2003	Telephone 1-561-362-1506	0.10
<b>Total Charges for Other Services Provided/Expenses Incurred .....</b>		<b>\$0.40</b>

**DISBURSEMENT SUMMARY**

<u>Description</u>	<u>Dollars</u>
Photocopies	0.30
Telephone	0.10
<b>TOTAL</b>	<b>\$0.40</b>

Net current billing for this invoice ..... \$78.40



W. R. Grace &amp; Co.

October 24, 2003  
Invoice 587710 Page 2

<u>ACCOUNTS RECEIVABLE RECAP</u>			
<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
523725	09/23/2002	356.00	356.00
528959	10/20/2002	232.13	232.13
561784	05/16/2003	378.83	75.30
572211	07/17/2003	416.92	416.92
575616	08/13/2003	1,382.71	1,382.71
577206	08/19/2003	564.85	564.85
A/R BALANCE			\$3,027.91

**GRAND TOTAL.....** **\$3,106.31**

W. R. Grace &amp; Co.

October 24, 2003  
Invoice 587710 Page 3**REMITTANCE COPY**

Please Return With Your Payment To:

ATTN: ACCOUNTS RECEIVABLE  
 NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.  
 P.O. DRAWER 11009  
 COLUMBIA, SOUTH CAROLINA 29211-1070  
 TELEPHONE (803) 799-2000

For Services Through 09/30/03

Our Matter # 02399/06000  
 General

Fees for Professional Services	\$78.00	
Charges for Other Services Provided/Expenses Incurred	0.40	
<b>Net current billing for this invoice .....</b>		<b>\$78.40</b>

<b><u>ACCOUNTS RECEIVABLE RECAP</u></b>			
<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
523725	09/23/2002	356.00	356.00
528959	10/20/2002	232.13	232.13
561784	05/16/2003	378.83	75.30
572211	07/17/2003	416.92	416.92
575616	08/13/2003	1,382.71	1,382.71
577206	08/19/2003	564.85	564.85
TOTAL A/R BALANCE			\$3,027.91

**GRAND TOTAL.....** **\$3,106.31**

**WIRING INSTRUCTIONS**

**Account Name:** Nelson Mullins Riley & Scarborough, L.L.P.  
 Columbia Operating Account  
**ABA#:** 053200666  
**Account #:** 04032 24077 01  
**Bank:** National Bank of South Carolina (NBSC), Sumter, SC

**EXHIBIT B**

**NELSON**

Nelson Mullins Riley &amp; Scarborough, L.L.P.

**MULLINS**

NELSON MULLINS RILEY &amp; SCARBOROUGH, L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

TAX ID No. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.  
 ATTN: Lydia Duff, Esq.  
 Senior Environmental Counsel  
 7500 Grace Drive  
 Columbia, MD 21044

October 29, 2003  
 Invoice 587974 Page 1

Our Matter # 02399/06003  
 WR Grace # 063-KL-721490-01-501270  
 Name of Matter: Beaco Road Site

For Services Through 09/30/03

09/08/03	Review memo from Mr. English regarding PRP conference call. J.M. MELCHERS	0.10 hrs.	240.00/hr	\$24.00
09/09/03	Review and analyze documents on Beaco Road claim (1.1); review incoming memo from PRP group regarding agenda for upcoming conference call (0.1). J.M. MELCHERS	1.20 hrs.	240.00/hr	\$288.00
09/16/03	Begin review of technical documents for determination and analysis of claim. J.M. MELCHERS	0.70 hrs.	240.00/hr	\$168.00
09/17/03	Review and analysis of technical documents for determination and analysis of claim (3.2); telephone conference with PRP Group counsel Mr. Greg English regarding questions on Opinion of Probable Costs (0.3); prepare for PRP conference call (0.6). J.M. MELCHERS	4.10 hrs.	240.00/hr	\$984.00
09/18/03	Prepare for and participate in PRP Group conference call (1.7); prepare memo on same (0.5). J.M. MELCHERS	2.20 hrs.	240.00/hr	\$528.00
09/22/03	Review follow-up site material from Mr. English. J.M. MELCHERS	0.80 hrs.	240.00/hr	\$192.00
09/25/03	Evaluate additional site materials provided by PRP group for analysis of claim. J.M. MELCHERS	2.00 hrs.	240.00/hr	\$480.00
09/26/03	Confer with Attorney Hawkins regarding environmental engineer assistance on analysis of site documents (0.2), review memo from Mr. English regarding PRP group conference call (0.1). J.M. MELCHERS	0.30 hrs.	240.00/hr	\$72.00

**Fees for Legal Services ..... \$2,736.00**

W. R. Grace &amp; Co.

October 29, 2003  
Invoice 587974 Page 2**BILLING SUMMARY**

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
J.M. MELCHERS	11.40	240.00	2,736.00
TOTAL	11.40	\$240.00	\$2,736.00

**CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED**

09/19/2003	Photocopies 100 Page(s)	5.00
Total Charges for Other Services Provided/Expenses Incurred .....		\$5.00

**DISBURSEMENT SUMMARY**

<u>Description</u>	<u>Dollars</u>
Photocopies	5.00
TOTAL	\$5.00

Net current billing for this invoice .....	\$2,741.00
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**ACCOUNTS RECEIVABLE RECAP**

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
523726	09/18/2002	116.00	116.00
528960	10/20/2002	110.00	110.00
572212	07/17/2003	79.35	79.35
577207	08/19/2003	196.00	196.00
581923	09/18/2003	384.05	384.05
A/R BALANCE			\$885.40

GRAND TOTAL.....	<b><u>\$3,626.40</u></b>
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W. R. Grace &amp; Co.

October 29, 2003  
Invoice 587974 Page 3**REMITTANCE COPY**

Please Return With Your Payment To:

ATTN: ACCOUNTS RECEIVABLE  
 NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.  
 P.O. DRAWER 11009  
 COLUMBIA, SOUTH CAROLINA 29211-1070  
 TELEPHONE (803) 799-2000

For Services Through 09/30/03

Our Matter # 02399/06003  
 Beaco Road Site

Fees for Professional Services	\$2,736.00	
Charges for Other Services Provided/Expenses Incurred	5.00	
<b>Net current billing for this invoice .....</b>		<b>\$2,741.00</b>

**ACCOUNTS RECEIVABLE RECAP**

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
523726	09/18/2002	116.00	116.00
528960	10/20/2002	110.00	110.00
572212	07/17/2003	79.35	79.35
577207	08/19/2003	196.00	196.00
581923	09/18/2003	384.05	384.05
TOTAL A/R BALANCE			\$885.40

**GRAND TOTAL.....** **\$3,626.40**

**WIRING INSTRUCTIONS**

**Account Name:** Nelson Mullins Riley & Scarborough, L.L.P.  
 Columbia Operating Account  
**ABA#:** 053200666  
**Account #:** 04032 24077 01  
**Bank:** National Bank of South Carolina (NBSC), Sumter, SC

**EXHIBIT C**

**NELSON**

Nelson Mullins Riley &amp; Scarborough, L.L.P.

**MULLINS**

NELSON MULLINS RILEY &amp; SCARBOROUGH, L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

TAX ID No. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.  
 ATTN: Lydia Duff, Esq.  
 Senior Environmental Counsel  
 7500 Grace Drive  
 Columbia, MD 21044

October 22, 2003  
 Invoice 587471 Page 1

Our Matter # 02399/06030  
 WR Grace # 032-KL-721400-00-5250472  
 Name of Matter: Aiken-Title V Permit App. Iss

For Services Through 09/30/03

09/03/03	Review permit and information related to certification to be filed. R.T. CARLISLE	0.30 hrs.	240.00/hr	\$72.00
09/05/03	Receive and review correspondence regarding telephone conversation with Mr. Fishel (0.1); discuss same with Attorney Carlisle (0.1); update docket with deadline for filing Title V Compliance Schedule (0.1). L.J. JENNINGS	0.30 hrs.	110.00/hr	\$33.00
09/09/03	Review Title V compliance certification issues with Attorney Carlisle. B.F. HAWKINS, JR.	0.60 hrs.	260.00/hr	\$156.00
09/09/03	Review of information relevant to annual certification (0.9); identify with Attorney Hawkins approach to same (0.5); review last years' certification (0.3). R.T. CARLISLE	1.70 hrs.	240.00/hr	\$408.00
09/10/03	Review compliance certification issues with Attorney Carlisle. B.F. HAWKINS, JR.	0.70 hrs.	260.00/hr	\$182.00
09/10/03	Review regulations and guidance pertinent to certification issues (3.8); confer with Mr. Fishel regarding certification issues (0.6); analyze permit terms compared to quarterly reports (2.2); draft attachment to certification and identify issues to be discussed with Mr. Fishel (3.1); review same with Attorney Hawkins (0.3). R.T. CARLISLE	10.00 hrs.	240.00/hr	\$2,400.00
09/11/03	Review issues with Attorney Carlisle to evaluate annual Title V compliance certification (1.1); review permit provisions (0.4); review and comment on qualification language for certification (0.3). B.F. HAWKINS, JR.	1.80 hrs.	260.00/hr	\$468.00
09/11/03	Review permit terms and conditions as well as draft attachment to certification with Attorney Hawkins (0.4); revise draft attachment (0.1); electronic mail memorandum to Mr. Fishel transmitting draft attachment and posing questions relating to same (0.3); research regarding certain standards (1.9); evaluate implications of standards with Attorney Hawkins (0.3); confer with Mr. Fishel regarding same (0.4); revise draft attachments and transmit same to Mr. Fishel (1.4).			



W. R. Grace &amp; Co.

October 22, 2003  
Invoice 587471 Page 2

	R.T. CARLISLE	4.80 hrs.	240.00/hr	\$1,152.00
09/12/03	Confer with Mr. Fishel regarding certification issues.			
	R.T. CARLISLE	0.20 hrs.	240.00/hr	\$48.00
09/30/03	Review pleadings in other cases relevant to claims issues.			
	R.T. CARLISLE	0.80 hrs.	240.00/hr	\$192.00
<b>Fees for Legal Services .....</b>				<b>\$5,111.00</b>

**BILLING SUMMARY**

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
B.F. HAWKINS, JR.	3.10	260.00	806.00
R.T. CARLISLE	17.80	240.00	4,272.00
L.J. JENNINGS	0.30	110.00	33.00
<b>TOTAL</b>	<b>21.20</b>	<b>\$241.08</b>	<b>\$5,111.00</b>

**CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED**

09/09/2003	Telephone 1-803-648-9575	0.15
09/10/2003	Telephone 1-803-648-9575	1.40
09/11/2003	Photocopies 9 Page(s)	0.45
09/11/2003	Photocopies 13 Page(s)	0.65
09/11/2003	Photocopies 78 Page(s)	3.90
<b>Total Charges for Other Services Provided/Expenses Incurred .....</b>		<b>\$6.55</b>

**DISBURSEMENT SUMMARY**

<u>Description</u>	<u>Dollars</u>
Photocopies	5.00
Telephone	1.55
<b>TOTAL</b>	<b>\$6.55</b>

**Net current billing for this Invoice ..... \$5,117.55**

**ACCOUNTS RECEIVABLE RECAP**

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
528962	10/20/2002	4,258.97	1,659.36
581866	09/22/2003	272.60	272.60
<b>A/R BALANCE</b>			<b>\$1,931.96</b>

**GRAND TOTAL..... \$7,049.51**

W. R. Grace &amp; Co.

October 22, 2003  
Invoice 587471 Page 3**REMITTANCE COPY**

Please Return With Your Payment To:

ATTN: ACCOUNTS RECEIVABLE  
 NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.  
 P.O. DRAWER 11009  
 COLUMBIA, SOUTH CAROLINA 29211-1070  
 TELEPHONE (803) 799-2000

For Services Through 09/30/03

Our Matter # 02399/06030  
 Aiken-Title V Permit App. Iss

Fees for Professional Services	\$5,111.00	
Charges for Other Services Provided/Expenses Incurred	6.55	
<b>Net current billing for this invoice .....</b>		<b>\$5,117.55</b>

**ACCOUNTS RECEIVABLE RECAP**

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
528962	10/20/2002	4,258.97	1,659.36
581866	09/22/2003	272.60	272.60
TOTAL A/R BALANCE			\$1,931.96

**GRAND TOTAL.....** **\$7,049.51**

**WIRING INSTRUCTIONS**

**Account Name:** Nelson Mullins Riley & Scarborough, L.L.P.  
 Columbia Operating Account  
**ABA#:** 053200666  
**Account #:** 04032 24077 01  
**Bank:** National Bank of South Carolina (NBSC), Sumter, SC

**EXHIBIT D**

**NELSON**

Nelson Mullins Riley &amp; Scarborough, L.L.P.

**MULLINS**

NELSON MULLINS RILEY &amp; SCARBOROUGH, L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

TAX ID No. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.  
 ATTN: Lydia Duff, Esq.  
 Senior Environmental Counsel  
 7500 Grace Drive  
 Columbia, MD 21044

October 29, 2003  
 Invoice 588007 Page 1

Our Matter # 02399/06031  
 WR Grace # 001-KL-721490-01-501560  
 Name of Matter: Li Tungsten

For Services Through 09/30/03

09/02/03	Review case strategy issues with Attorney Melchers and potential impact from proposed courses of action. B.F. HAWKINS, JR.	1.20 hrs.	260.00/hr	\$312.00
09/02/03	Review, analyze and edit memo regarding claims analysis, and conference with Attorney Carlisle regarding additional issues to address. J.M. MELCHERS	1.70 hrs.	240.00/hr	\$408.00
09/02/03	Review and analyze documents concerning source and activities (1.3); review case strategy issues with Attorney Hawkins and potential impact from proposed courses of action (1.2). J.M. MELCHERS	2.50 hrs.	240.00/hr	\$600.00
09/02/03	Review EPA letter and prepare memo regarding same. J.M. MELCHERS	0.30 hrs.	240.00/hr	\$72.00
09/03/03	Review memo and documents on PRP responses (0.7); conference with Attorney Carlisle regarding memo conclusions, document needs and development of strategy for additional information needed on evaluation issues (1.8). J.M. MELCHERS	2.50 hrs.	240.00/hr	\$600.00
09/03/03	Telephone conference with Attorney Hawkins regarding PRP document review and assign same to Paralegal Jennings. J.M. MELCHERS	0.20 hrs.	240.00/hr	\$48.00
09/03/03	Review additional documents from PRPs (0.9); prepare notes for possible interview (1.2). J.M. MELCHERS	2.10 hrs.	240.00/hr	\$504.00
09/03/03	Evaluate document issues with Attorney Hawkins (0.6); review information relating to same (1.3); follow-up analysis with Attorney Hawkins (0.3); develop strategy for developing additional information on claims issues with Attorney Melchers (1.8); identify additional information relevant to claims issues for further tracking (0.3). R.T. CARLISLE	4.30 hrs.	240.00/hr	\$1,032.00
09/03/03	File review for R.O.D. per request of Attorney Carlisle and discuss same with her (0.4); arrange access for Attorney Carlisle for review of various materials on database (0.2).			

W. R. Grace &amp; Co.

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	L.J. JENNINGS	0.60 hrs.	110.00/hr	\$66.00
09/03/03	File review to identify various individuals per request of Attorney Melchers (1.1); discuss same with Attorney Melchers (0.1).			
	L.J. JENNINGS	1.20 hrs.	110.00/hr	\$132.00
09/04/03	Review status of potential witness search with Attorneys Carlisle and Melchers.			
	B.F. HAWKINS, JR.	0.30 hrs.	260.00/hr	\$78.00
09/04/03	Prepare for and telephone conference with potential interviewee (1.3); notes on and analysis of same (1.7); conference with Attorney Carlisle regarding elements and issues (0.2); conference with Attorneys Hawkins and Carlisle to evaluate issues for Ms. Duff's consideration, follow up (0.4).			
	J.M. MELCHERS	3.60 hrs.	240.00/hr	\$864.00
09/04/03	Telephone conference with Attorney Hawkins regarding documents requested under FOIA.			
	J.M. MELCHERS	0.20 hrs.	240.00/hr	\$48.00
09/04/03	Evaluate documents in light of information obtained.			
	J.M. MELCHERS	0.80 hrs.	240.00/hr	\$192.00
09/04/03	Review memo to Paralegal Jennings regarding UAO's and related documents (0.2); prepare strategy regarding FOIA issue and prepare memo to team regarding EPA correspondence (0.5).			
	J.M. MELCHERS	0.70 hrs.	240.00/hr	\$168.00
09/04/03	Amend list of information to be obtained relating to potential claims issues (0.4); obtain information developed by Attorney Melchers relating to same (0.2); work with Attorneys Melchers and Hawkins to develop additional items to discuss with Ms. Duff relating to same (0.4); review and analyze documents relating to same (0.7); identify additional information for Paralegal Jennings to obtain for analysis (0.2).			
	R.T. CARLISLE	1.90 hrs.	240.00/hr	\$456.00
09/04/03	Receive and review request from Attorney Carlisle for review of Li Tungsten file to collate various materials for her review.			
	L.J. JENNINGS	0.20 hrs.	110.00/hr	\$22.00
09/04/03	Receive and review Amended R.O.D. for date of amendment (0.1); update file with amendment information for Attorney Carlisle's review (0.2); discuss same with Attorney Carlisle (0.1).			
	L.J. JENNINGS	0.40 hrs.	110.00/hr	\$44.00
09/05/03	Review status of defense issues with Attorney Melchers.			
	B.F. HAWKINS, JR.	0.40 hrs.	260.00/hr	\$104.00
09/05/03	Analyze issues raised by memo from Paralegal Jennings regarding FOIA request and memo from Attorney Carlisle regarding actions to take regarding FOIA documents (0.5); follow-up telephone conference with potential interviewee and prepare notes on same (0.7); analyze issues raised by requests made and impacts of same (1.3).			
	J.M. MELCHERS	2.50 hrs.	240.00/hr	\$600.00
09/05/03	Review and analyze memos regarding document issues (1.8); review memo on same from Attorney Hawkins and respond (0.2); conference with Attorney Carlisle regarding document issues, strategy and further analysis needed (0.2); analyze open issues and new developments (0.9); telephone conference with Ms. Duff and Attorney Carlisle regarding these claims issues (1.2).			
	J.M. MELCHERS	4.30 hrs.	240.00/hr	\$1,032.00

W. R. Grace &amp; Co.

October 29, 2003  
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09/05/03	Analysis of documents relevant to claims Issues (1.4); draft memorandum regarding results of analysis (1.1); confer with Attorney Melchers regarding legal research into points raised in analysis (0.2); legal research (2.3); confer with Ms. Duff and Attorney Melchers regarding these claims issues (1.2). R.T. CARLISLE	6.20 hrs.	240.00/hr	\$1,488.00
09/05/03	Discuss request from Attorney Carlisle for review of Li Tungsten file to collate various materials for her review (0.2); as well as review correspondence regarding follow-up information to discuss with Ms. Duff (0.1). L.J. JENNINGS	0.30 hrs.	110.00/hr	\$33.00
09/05/03	File review to pull the Unilateral Administrative Orders (0.4); review Orders to create list of all the entities named as respondents in orders (0.3). L.J. JENNINGS	0.70 hrs.	110.00/hr	\$77.00
09/05/03	Receive and review correspondence from Attorney Melchers requesting copy of letter regarding FOIA request from May 2000 (0.1); review file to confirm receipt of letter, as well as confirm method of response (0.2). L.J. JENNINGS	0.30 hrs.	110.00/hr	\$33.00
09/06/03	Review cases relating to resolution of matters relevant to claims Issues (1.4); analyze with Attorney Hawkins various duties related to allegations of claims (0.6); review of additional cases relating to resolution of matters relevant to claims issues (3.1). R.T. CARLISLE	5.10 hrs.	240.00/hr	\$1,224.00
09/07/03	Create chart comparing lists of Respondents named in the 106 Orders. L.J. JENNINGS	0.60 hrs.	110.00/hr	\$66.00
09/08/03	Review memos from Paralegal Jennings regarding PRP's and FOIA issues and respond (0.4); review and analyze memo regarding document issues and strategy and edit same (1.6); review and analyze case history notebook and develop strategy on document analysis (1.3); conference with Attorneys Hawkins and Carlisle regarding strategy and document issues (0.6). J.M. MELCHERS	3.90 hrs.	240.00/hr	\$936.00
09/08/03	Complete review of cases relevant to claims issues and compliance issues and complete draft memorandum summarizing analysis (6.9); review considerations and additional analysis needed with Attorney Melchers and Attorney Hawkins (0.6). R.T. CARLISLE	7.50 hrs.	240.00/hr	\$1,800.00
09/08/03	Revise list of all the entities named as respondents in orders for Attorneys Melchers' and Carlisle's review. L.J. JENNINGS	0.70 hrs.	110.00/hr	\$77.00
09/08/03	Correspond with Attorney Carlisle regarding various communications to be pulled from file for review. L.J. JENNINGS	0.20 hrs.	110.00/hr	\$22.00
09/09/03	Review documents regarding EPA FOIA and non-response (0.6); series of memos with Attorney Carlisle regarding previous contact (0.2); review notes and prepare memo on issues to address with EPA and prepare phone message to Mr. Als (0.5). J.M. MELCHERS	1.30 hrs.	240.00/hr	\$312.00
09/09/03	Review memo regarding analysis of 106 Orders and analyze documents regarding document issues. J.M. MELCHERS	1.20 hrs.	240.00/hr	\$288.00

W. R. Grace &amp; Co.

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09/09/03	Review information pertinent to claims issues (1.9); assign Paralegal Jennings the task of following up with further review of files to obtain information pertinent to claims issues (0.1); review strategies for information gathering with Attorney Melchers (0.3); additional assignment to Paralegal Jennings relating to same (0.1). R.T. CARLISLE	2.40 hrs.	240.00/hr	\$576.00
09/09/03	Per request of Attorney Carlisle, file review in order to collate information regarding agreement (0.7); file review for the agreement (0.3); pull and review agreement to locate all relevant references (0.7). L.J. JENNINGS	1.70 hrs.	110.00/hr	\$187.00
09/09/03	Various communications with Attorney Carlisle regarding additional correspondence and documents to be pulled from file for review. L.J. JENNINGS	0.30 hrs.	110.00/hr	\$33.00
09/09/03	Begin review of complete correspondence file to tab references to items identified by Attorneys Carlisle and Melchers. L.J. JENNINGS	4.00 hrs.	110.00/hr	\$440.00
09/10/03	Complete review of documents referenced by Attorney Carlisle. L.J. JENNINGS	2.60 hrs.	110.00/hr	\$286.00
09/12/03	Review documents in preparation for telephone conference with Mr. Als (EPA Project Manager) and attempt contact with him. J.M. MELCHERS	0.30 hrs.	240.00/hr	\$72.00
09/16/03	Review documents and prepare correspondence to Mr. Als (EPA) regarding history of FOIA request and non-response from EPA (0.7); review and analysis of document issues memo and edits to same (1.7). J.M. MELCHERS	2.40 hrs.	240.00/hr	\$576.00
09/16/03	Prepare draft of written follow-up correspondence to Mr. Als of US EPA regarding July 18, 2003 correspondence requesting information relating to May 2000 FOIA request, per instruction of Attorney Melchers (0.2); on-line research for fax number for US EPA for Attorney Melchers (0.1). L.J. JENNINGS	0.30 hrs.	110.00/hr	\$33.00
09/17/03	Analysis on document and strategy issues and interaction with bankruptcy (2.8); work on analysis of potential relevant facts and review of documents for same (1.9). J.M. MELCHERS	4.70 hrs.	240.00/hr	\$1,128.00
09/17/03	Review with Attorney Melchers analysis related to claims issues. R.T. CARLISLE	1.20 hrs.	240.00/hr	\$288.00
09/17/03	Evaluate with Attorneys Burns and Melchers law pertinent to possible claims issues (0.2); revise draft memorandum to client based on review of information with Attorneys Melchers and Burns (0.9). R.T. CARLISLE	1.10 hrs.	240.00/hr	\$264.00
09/17/03	Telephone conference with Attorneys Melchers and Carlisle regarding bankruptcy and administrative agency actions. B.J. BURN	0.20 hrs.	180.00/hr	\$36.00
09/18/03	Review document issues and research analysis with Attorney Carlisle. J.M. MELCHERS	0.80 hrs.	240.00/hr	\$192.00

W. R. Grace &amp; Co.

October 29, 2003  
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09/18/03	Carry out research and analysis relevant to claims issues (1.3); analyze issues and results of research with Attorney Carlisle (0.8); edit draft memorandum on claims issues (0.5); prepare for telephone conference and prepare phone message to Ms. Duff (0.6). J.M. MELCHERS	3.20 hrs.	240.00/hr	\$768.00
09/18/03	Revise draft memorandum on claims issues (1.2); additional research relevant to claims issues (2.5); review issues and results of research with Attorney Melchers (0.8); additional revisions to draft memorandum on claims issues (0.3). R.T. CARLISLE	4.80 hrs.	240.00/hr	\$1,152.00
09/19/03	Review case law evaluation on document issues (1.2); review and edit memo regarding analysis and recommendations for Ms. Duff (0.8); provide assignments to Attorney Carlisle regarding follow-up research (0.3). J.M. MELCHERS	2.30 hrs.	240.00/hr	\$552.00
09/19/03	Edit draft memorandum to Ms. Duff relating to claims issues (0.7); evaluate with Attorney Melchers items to highlight in draft memorandum (0.6). R.T. CARLISLE	1.30 hrs.	240.00/hr	\$312.00
09/22/03	Evaluate and revise memorandum on document issues (1.3); telephone conference with Ms. Duff regarding document and interview issues (0.3); telephone message to interviewee (0.1); preparation for same (1.7). J.M. MELCHERS	3.40 hrs.	240.00/hr	\$816.00
09/22/03	Revise draft memoranda to Ms. Duff regarding legal analyses relating to certain potential claims issues. R.T. CARLISLE	2.30 hrs.	240.00/hr	\$552.00
09/23/03	Telephone conferences with interviewee (0.6); telephone conference with Ms. Duff regarding same (0.2); telephone conference with Ms. Marks regarding interviewee issues (0.2); conference with Attorney Carlisle regarding document issues (0.4); prepare for interview (2.5). J.M. MELCHERS	3.90 hrs.	240.00/hr	\$936.00
09/24/03	Review of documents in preparation for interview (4.2); prepare analysis memo of documents (1.9). J.M. MELCHERS	6.10 hrs.	240.00/hr	\$1,464.00
09/24/03	Prepare questions for interview. J.M. MELCHERS	1.30 hrs.	240.00/hr	\$312.00
09/24/03	Review with Attorney Melchers information and documents relating to obtaining answers to additional questions on claims issues (0.9); review of documents and revision of lists of details relating to claims issues (0.6); review of same with Attorney Melchers (0.4). R.T. CARLISLE	1.90 hrs.	240.00/hr	\$456.00
09/25/03	Travel for conference with interviewee with preparation in route, carry out interview and return, several telephone conferences regarding same (non-working travel billed at 1/2 actual time). J.M. MELCHERS	10.20 hrs.	240.00/hr	\$2,448.00
09/25/03	File review for contact information on interviewee. L.J. JENNINGS	0.20 hrs.	110.00/hr	\$22.00
09/26/03	Update from Attorney Melchers concerning development of information for claims defense. B.F. HAWKINS, JR.	0.30 hrs.	260.00/hr	\$78.00



W. R. Grace &amp; Co.

October 29, 2003  
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09/26/03	Prepare follow-up phone message to Mr. Als (EPA) regarding FOIA request (0.1); follow-up on information from interview (0.4); confer with Attorney Carlisle regarding interview (0.2); confer with Attorney Hawkins regarding progress of claim investigation (0.3). J.M. MELCHERS	1.00 hrs.	240.00/hr	\$240.00
09/29/03	Review memo from Attorney Carlisle regarding issues discussed with Ms. Duff. J.M. MELCHERS	0.10 hrs.	240.00/hr	\$24.00
09/29/03	Confer with Ms. Duff regarding information relevant to claims issues (0.2); electronic mail memorandum to Attorney Melchers regarding Ms. Duff's inquiry (0.1). R.T. CARLISLE	0.30 hrs.	240.00/hr	\$72.00

Fees for Legal Services ..... \$28,053.00

**BILLING SUMMARY**

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
B.F. HAWKINS, JR.	2.20	260.00	572.00
J.M. MELCHERS	67.50	240.00	16,200.00
R.T. CARLISLE	40.30	240.00	9,672.00
B.J. BURN	0.20	180.00	36.00
L.J. JENNINGS	14.30	110.00	1,573.00
<b>TOTAL</b>	<b>124.50</b>	<b>\$225.33</b>	<b>\$28,053.00</b>

**CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED**

09/03/2003	Photocopies 9 Page(s)	0.45
09/05/2003	Service: LEXIS LEGAL SERVICES; Charge Type: DOCUMENT PRINTING; Quantity: 8.00	4.28
09/05/2003	Service: LEXIS LEGAL SERVICES; Charge Type: SEARCHES; Quantity: 1.00	9.21
09/05/2003	Photocopies 5 Page(s)	0.25
09/05/2003	Photocopies 8 Page(s)	0.40
09/07/2003	Photocopies 3 Page(s)	0.15
09/08/2003	Photocopies 3 Page(s)	0.15
09/10/2003	Photocopies 3 Page(s)	0.15
09/16/2003	Photocopies 11 Page(s)	0.55
09/17/2003	Photocopies 7 Page(s)	0.35
09/18/2003	Service: LEXIS LEGAL SERVICES; Charge Type: SEARCHES; Quantity: 3.00	27.49
09/18/2003	Telephone 1-410-531-4210	0.05
09/22/2003	Telephone 1-410-531-4210	0.70
09/23/2003	Telephone 1-410-531-4210	0.25
09/23/2003	Telephone 1-410-230-3850	0.40
09/24/2003	Photocopies 9 Page(s)	0.45
09/26/2003	Photocopies 3 Page(s)	0.15
09/30/2003	Photocopies 853 Page(s)	42.65
<b>Total Charges for Other Services Provided/Expenses Incurred .....</b>		<b>\$88.08</b>

W. R. Grace &amp; Co.

October 29, 2003  
Invoice 588007 Page 7**DISBURSEMENT SUMMARY**

<u>Description</u>	<u>Dollars</u>
Photocopies	45.70
Lexis	40.98
Telephone	1.40
<b>TOTAL</b>	<b>\$88.08</b>

**Net current billing for this invoice ..... \$28,141.08**

**ACCOUNTS RECEIVABLE RECAP**

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
561786	05/16/2003	706.50	141.30
566106	06/12/2003	4,354.27	867.60
573763	08/01/2003	16,707.73	3,283.80
578253	08/29/2003	31,429.92	6,276.20
582315	09/22/2003	10,436.79	10,436.79
	<b>A/R BALANCE</b>		<b>\$21,005.69</b>

**GRAND TOTAL..... \$49,146.77**

W. R. Grace &amp; Co.

October 29, 2003  
Invoice 588007 Page 8**REMITTANCE COPY**

Please Return With Your Payment To:

ATTN: ACCOUNTS RECEIVABLE  
 NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.  
 P.O. DRAWER 11009  
 COLUMBIA, SOUTH CAROLINA 29211-1070  
 TELEPHONE (803) 799-2000

For Services Through 09/30/03

Our Matter # 02399/06031  
 Li Tungsten

Fees for Professional Services	\$28,053.00	
Charges for Other Services Provided/Expenses Incurred	88.08	
<b>Net current billing for this invoice</b>		<b>\$28,141.08</b>

<b><u>ACCOUNTS RECEIVABLE RECAP</u></b>			
<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
561786	05/16/2003	706.50	141.30
566106	06/12/2003	4,354.27	867.60
573763	08/01/2003	16,707.73	3,283.80
578253	08/29/2003	31,429.92	6,276.20
582315	09/22/2003	10,436.79	10,436.79
TOTAL A/R BALANCE			\$21,005.69

**GRAND TOTAL**..... **\$49,146.77**

**WIRING INSTRUCTIONS**

**Account Name:** Nelson Mullins Riley & Scarborough, L.L.P.  
 Columbia Operating Account  
**ABA#:** 053200666  
**Account #:** 04032 24077 01  
**Bank:** National Bank of South Carolina (NBSC), Sumter, SC

**EXHIBIT E**

**NELSON**

Nelson Mullins Riley &amp; Scarborough, L.L.P.

**MULLINS**

NELSON MULLINS RILEY &amp; SCARBOROUGH, L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

TAX ID NO. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.  
 ATTN: Lydia Duff, Esq.  
 Senior Environmental Counsel  
 7500 Grace Drive  
 Columbia, MD 21044

October 24, 2003  
 Invoice 587472 Page 1

Our Matter # 02399/06032  
 WR Grace # 063-KL-721490-01-0501221  
 Name of Matter: Charleston

For Services Through 09/30/03

09/03/03	Review wetlands technical memorandum and convey comments to Mr. Bucens. R.T. CARLISLE	0.40 hrs. 240.00/hr	\$96.00
09/04/03	Discussion with Mr. Bucens regarding comments to DHEC on Work Plan (0.3); review document and obtain comments from Attorney Carlisle on specific points based on her prior review of research issues (0.4); provide comments to Mr. Bucens (0.2). B.F. HAWKINS, JR.	0.90 hrs. 260.00/hr	\$234.00
09/04/03	Review materials to be submitted to DHEC and evaluate with Attorney Hawkins. R.T. CARLISLE	0.20 hrs. 240.00/hr	\$48.00
09/04/03	Arrange various file materials in order to have easier access to all file materials for Attorneys Hawkins' and Carlisle's review. L.J. JENNINGS	0.10 hrs. 110.00/hr	\$11.00

Fees for Legal Services ..... \$389.00

**BILLING SUMMARY**

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
B.F. HAWKINS, JR.	0.90	260.00	234.00
R.T. CARLISLE	0.60	240.00	144.00
L.J. JENNINGS	0.10	110.00	11.00
<b>TOTAL</b>	<b>1.60</b>	<b>\$243.13</b>	<b>\$389.00</b>

W. R. Grace &amp; Co.

October 24, 2003  
Invoice 587472 Page 2**CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED**

09/02/2003	VENDOR: Kane Office Technologies, Inc.; INVOICE#: 073103; DATE: 9/2/2003	25.20
09/02/2003	VENDOR: Kane Office Technologies, Inc.; INVOICE#: 073103; DATE: 9/2/2003	9.00
09/02/2003	VENDOR: Kane Office Technologies, Inc.; INVOICE#: 073103; DATE: 9/2/2003	1.20
<b>Total Charges for Other Services Provided/Expenses Incurred .....</b>		<b>\$35.40</b>

**DISBURSEMENT SUMMARY**

<u>Description</u>	<u>Dollars</u>
CopyOut	35.40
TOTAL	<u>\$35.40</u>

Net current billing for this invoice ..... **\$424.40**

**ACCOUNTS RECEIVABLE RECAP**

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
523730	09/23/2002	4,117.61	4,117.61
528963	10/20/2002	1,344.55	1,344.55
561787	05/16/2003	725.30	145.00
577208	08/19/2003	326.98	326.98
581867	09/18/2003	3,871.50	3,871.50
A/R BALANCE			\$9,805.64

**GRAND TOTAL.....** **\$10,230.04**

W. R. Grace &amp; Co.

October 24, 2003  
Invoice 587472 Page 3**REMITTANCE COPY**

Please Return With Your Payment To:

ATTN: ACCOUNTS RECEIVABLE  
 NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.  
 P.O. DRAWER 11009  
 COLUMBIA, SOUTH CAROLINA 29211-1070  
 TELEPHONE (803) 799-2000

For Services Through 09/30/03

Our Matter # 02399/06032  
 Charleston

Fees for Professional Services	\$389.00	
Charges for Other Services Provided/Expenses Incurred	35.40	
<b>Net current billing for this invoice .....</b>		<b>\$424.40</b>

<b><u>ACCOUNTS RECEIVABLE RECAP</u></b>			
<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
523730	09/23/2002	4,117.61	4,117.61
528963	10/20/2002	1,344.55	1,344.55
561787	05/16/2003	725.30	145.00
577208	08/19/2003	326.98	326.98
581867	09/18/2003	3,871.50	3,871.50
TOTAL A/R BALANCE			\$9,805.64

**GRAND TOTAL.....** **\$10,230.04**

**WIRING INSTRUCTIONS**

**Account Name:** Nelson Mullins Riley & Scarborough, L.L.P.  
 Columbia Operating Account  
**ABA#:** 053200666  
**Account #:** 04032 24077 01  
**Bank:** National Bank of South Carolina (NBSC), Sumter, SC

**EXHIBIT F**



**NELSON**

Nelson Mullins Riley &amp; Scarborough, L.L.P.

**MULLINS**

NELSON MULLINS RILEY &amp; SCARBOROUGH, L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

TAX ID NO. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.  
 ATTN: Lydia Duff, Esq.  
 Senior Environmental Counsel  
 7500 Grace Drive  
 Columbia, MD 21044

October 29, 2003  
 Invoice 587975 Page 1

Our Matter # 02399/06091  
 Name of Matter: Fee Applications

For Services Through 09/30/03

09/02/03	Review memo from Ms. Ferdinand regarding Eighth Quarterly Fee Application (0.1); prepare memo assigning actions needed to respond and requesting needed information (0.2); review responses (0.2); phone message to local counsel (0.1); telephone conference with Ms. Ferdinand and prepare memo regarding same (0.2); prepare follow-up memos regarding court docket information needed and review responses and PACER results (0.4); prepare edits to August fee application attachments (0.3). J.M. MELCHERS	1.50 hrs.	240.00/hr	\$360.00
09/02/03	Receive and review various correspondence between Ms. Ferdinand and Attorney Melchers regarding filing date of Eighth Quarterly Report (0.1); check Pacer docket for the status of various filings, then summarize same to Attorney Melchers (0.5). L.J. JENNINGS	0.60 hrs.	110.00/hr	\$66.00
09/02/03	Correspond with Attorney Melchers regarding contact information for Ms. Patricia Cuniff. L.J. JENNINGS	0.10 hrs.	110.00/hr	\$11.00
09/04/03	Review memo from Paralegal Jennings regarding PACER report. J.M. MELCHERS	0.10 hrs.	240.00/hr	\$24.00
09/04/03	Telephone conversation with Attorney Melchers requesting new docketed filings for NMRS (0.1); on-line review for new filings (0.1); prepare correspondence to Attorney Melchers relating same (0.1). L.J. JENNINGS	0.30 hrs.	110.00/hr	\$33.00
09/05/03	Review memo regarding organization of Grace payments in response to fee applications. J.M. MELCHERS	0.20 hrs.	240.00/hr	\$48.00
09/08/03	Review and reply to memo to Ms. Cuniff regarding various fee applications and their status (0.3); review memo regarding CONO's (0.1); review memo from Ms. Cuniff (0.1). J.M. MELCHERS	0.50 hrs.	240.00/hr	\$120.00
09/08/03	Review and respond to voice mail from auditor regarding Eighth Quarterly Fee Application; research pacer for filing information; follow up with co-counsel on filing status. B.J. BURN	0.40 hrs.	180.00/hr	\$72.00

W. R. Grace &amp; Co.

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09/08/03	Review and update Index of correspondence regarding fee applications for Attorney Melchers. L.J. JENNINGS	0.40 hrs.	110.00/hr	\$44.00
09/09/03	Review memos and attachments to local counsel regarding several fee applications that were not filed (0.2); telephone conference with Attorney Burn regarding system for follow-up regarding filing of same (0.2); review memo from Ms. Ferdinand and draft Order Allowing Fees for the Eighth Quarterly and REVISED Eighth Quarterly spreadsheet (0.3); prepare memo to Attorney Burn and Paralegal Jennings regarding follow-up (0.1). J.M. MELCHERS	0.80 hrs.	240.00/hr	\$192.00
09/09/03	Telephone call from local counsel regarding Order on quarterly fee application and other issues (0.3); follow up on same in-house (0.1). B.J. BURN	0.40 hrs.	180.00/hr	\$72.00
09/09/03	Receive and review various correspondence between counsel regarding status of recent applications sent to be filed (0.4); telephone conversation with Attorney Burn regarding additional information be reflected in earlier prepared status chart (0.2). L.J. JENNINGS	0.60 hrs.	110.00/hr	\$66.00
09/09/03	Receive and review correspondence from Attorney Melchers attaching draft Omnibus report, then check numbers to see if they match as recorded, per request of Attorney Melchers. L.J. JENNINGS	0.30 hrs.	110.00/hr	\$33.00
09/10/03	Review memo from Attorney Burn and respond. J.M. MELCHERS	0.20 hrs.	240.00/hr	\$48.00
09/10/03	Organize correspondence between counsel regarding Eighth Quarterly Fee Application for Attorney Melchers. L.J. JENNINGS	0.30 hrs.	110.00/hr	\$33.00
09/11/03	Review memo from Attorney Burn regarding hearing schedule for outstanding 2002 Quarterly Application. J.M. MELCHERS	0.10 hrs.	240.00/hr	\$24.00
09/11/03	Telephone call to follow-up on status of previously sent fee applications. B.J. BURN	0.10 hrs.	180.00/hr	\$18.00
09/15/03	Review and edit Fee Application attachments for August regarding attorney/client privilege issues. J.M. MELCHERS	0.40 hrs.	240.00/hr	\$96.00
09/15/03	Follow up on status of May, June and July Monthly Fee Applications and Eighth and Ninth Quarterly Fee Applications. B.J. BURN	0.10 hrs.	180.00/hr	\$18.00
09/16/03	Review incoming Eighth Quarterly Project Category Summary certification and follow-up regarding same. J.M. MELCHERS	0.30 hrs.	240.00/hr	\$72.00
09/16/03	Prepare memo to Attorney Burn regarding filing of forwarded fee applications. J.M. MELCHERS	0.10 hrs.	240.00/hr	\$24.00
09/17/03	Review memo and attachments regarding Ninth Quarterly filing. J.M. MELCHERS	0.20 hrs.	240.00/hr	\$48.00

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09/17/03	Respond to email request from auditor (0.2); follow up with paralegal on status of filings and information requested by auditor (0.1). B.J. BURN	0.30 hrs.	180.00/hr	\$54.00
09/17/03	Receive correspondence from Attorney Burn requesting Ninth Quarterly package be emailed to Mr. Steve Bossay (0.2); PACER review to obtain filing dates and hearing dates for multiple recent filings (0.5); discuss revisions and updates to tracking chart with Attorney Burn (0.1). L.J. JENNINGS	0.80 hrs.	110.00/hr	\$88.00
09/19/03	Review notices regarding recent filings. J.M. MELCHERS	0.20 hrs.	240.00/hr	\$48.00
09/23/03	Review auditor's report and prepare memo to team (0.4); review status on various filings (0.2) J.M. MELCHERS	0.60 hrs.	240.00/hr	\$144.00
09/24/03	Review chart regarding fee application payments and telephone conference with Ms. Johnson regarding same. J.M. MELCHERS	0.20 hrs.	240.00/hr	\$48.00
09/26/03	Review and respond to memo from Mr. Bossay (0.1); review memo from Paralegal Jennings regarding status of CONOs (0.2). J.M. MELCHERS	0.30 hrs.	240.00/hr	\$72.00
09/26/03	Review PACER docket to compare new filings to what we already have (0.4); update hard copy docket notebook (0.2); summarize new filings and dates for hearings to Attorneys Melchers, Hawkins and Burn (0.3). L.J. JENNINGS	0.90 hrs.	110.00/hr	\$99.00

<b>Fees for Legal Services .....</b>	<b>\$2,075.00</b>
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**BILLING SUMMARY**

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
J.M. MELCHERS	5.70	240.00	1,368.00
B.J. BURN	1.30	180.00	234.00
L.J. JENNINGS	4.30	110.00	473.00
<b>TOTAL</b>	<b>11.30</b>	<b>183.63</b>	<b>2,075.00</b>

**CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED**

09/02/2003	Telephone 1-302-652-4100	0.94
09/04/2003	Telephone 1-302-652-4100	0.05
09/16/2003	Photocopies 52 Page(s)	2.60
09/16/2003	Telephone 1-302-652-4100	0.05
09/23/2003	Photocopies 8 Page(s)	0.40
<b>Total Charges for Other Services Provided/Expenses Incurred .....</b>		<b>\$4.04</b>

W. R. Grace &amp; Co.

October 29, 2003  
Invoice 587975 Page 4**DISBURSEMENT SUMMARY**

<u>Description</u>	<u>Dollars</u>
Photocopies	3.00
Telephone	1.04
<b>TOTAL</b>	<b>\$4.04</b>

Net current billing for this invoice ..... **\$2,079.04**

**ACCOUNTS RECEIVABLE RECAP**

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
518011	08/15/2002	8,627.57	1,684.10
523731	09/18/2002	3,785.51	740.40
528964	10/22/2002	5,243.32	1,029.60
538209	12/18/2002	2,804.99	2.00
553420	03/18/2003	1,021.63	196.00
557815	04/16/2003	1,999.08	1,999.08
561788	05/19/2003	1,703.26	1,703.26
566107	06/09/2003	1,645.89	1,645.89
572213	07/17/2003	792.20	792.20
577209	08/19/2003	4,044.64	4,044.64
582863	10/02/2003	12,624.46	12,624.46
<b>A/R BALANCE</b>			<b>\$26,461.63</b>

**GRAND TOTAL** ..... **\$28,540.67**

W. R. Grace &amp; Co.

October 29, 2003  
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Please Return With Your Payment To:

ATTN: ACCOUNTS RECEIVABLE  
 NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.  
 - P.O. DRAWER 11009  
 COLUMBIA, SOUTH CAROLINA 29211-1070  
 TELEPHONE (803) 799-2000

For Services Through 09/30/03

Our Matter # 02399/06091  
 Fee Applications

Fees for Professional Services \$2,075.00  
 Charges for Other Services Provided/Expenses Incurred \$4.04

Net current billing for this invoice ..... **\$2,079.04**

**ACCOUNTS RECEIVABLE RECAP**

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
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566107	06/09/2003	1,645.89	1,645.89
572213	07/17/2003	792.20	792.20
577209	08/19/2003	4,044.64	4,044.64
582863	10/02/2003	12,624.46	12,624.46
TOTAL A/R BALANCE			\$26,461.63

GRAND TOTAL ..... **\$28,540.67**

**WIRING INSTRUCTIONS**

Account Name: Nelson Mullins Riley & Scarborough, L.L.P.  
 Columbia Operating Account  
 ABA#: 053200666  
 Account #: 04032 24077 01  
 Bank: National Bank of South Carolina (NBSC), Sumter, SC

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W. R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-01139(JKF)  
) (Jointly Administered)  
)  
Debtors. )

VERIFICATION

Bernard F. Hawkins, Jr., after being duly sworn according to law, deposes and says as follows:

1. I am a partner with the applicant firm, Nelson Mullins Riley & Scarborough, L.L.P and I am a member in good standing of the bar of the State of South Carolina.

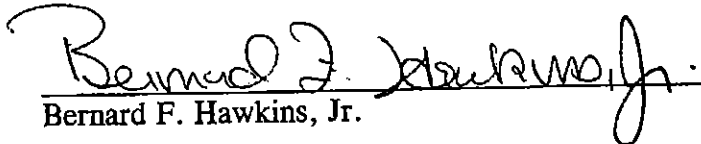
2. I have personally performed certain of, and overseen the legal services rendered by Nelson Mullins Riley & Scarborough, LLP as special litigation and environmental

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

counsel to the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

  
Bernard F. Hawkins, Jr.

SWORN to and subscribed before me

this 3 day of February, 2004

  
(L.S.)

Notary Public for South Carolina

My Commission Expires: My Commission Expires July 8, 2012

